

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

FOUNDRY NETWORKS, INC.,
a Delaware Corporation,

Plaintiff,

v.

C.A. No. 06-470-SLR

ALCATEL USA RESOURCES, INC.
a Delaware Corporation,
ALCATEL INTERNETWORKING, INC.
a California Corporation
COMPAGNIE FINANCIÈRE ALCATEL
a French Corporation, and
ALCATEL S.A.,
a French Corporation,

Defendants.

DECLARATION OF PHILIPPE BOIVIN IN SUPPORT
OF ALCATEL (FRANCE)'S MOTION TO DISMISS

I, Philippe Boivin, declare as follows:

1. My name is Philippe Boivin. I am over the age of eighteen years, of sound mind, and competent in all respects to make this Declaration. I have personal knowledge of the following facts.

2. I am employed by Compagnie Financière Alcatel ("CFA"). My title is Deputy General Counsel and I perform legal services for both CFA and Alcatel ("Alcatel (France)"), erroneously called "Alcatel SA" by the Plaintiff.

3. Alcatel (France) is a société anonyme, organized under the laws of France and has its principal offices located at 54, rue La Boétie, 75008 Paris, France. A société anonyme is a joint stock company whose capital is divided into shares.

4. Alcatel (France) is a holding company that holds direct and indirect ownership interests in both Alcatel-related entities and entities that but for Alcatel's minority interest have no other corporate affiliation with Alcatel.

5. Alcatel (France) owns CFA, which in turn owns Alcatel Participations. Both CFA and Alcatel Participations are organized under the laws of France. Alcatel Participations owns approximately ninety-nine percent of Alcatel USA, Inc. The remaining interest in Alcatel USA, Inc. is owned by a Canadian corporation that is indirectly owned by Alcatel (France).

6. Alcatel USA, Inc. wholly owns Alcatel USA Resources, Inc. ("Alcatel Resources") and Alcatel Internetworking, Inc. ("AI").

7. Alcatel (France) is listed on the New York Stock Exchange as an American Depositary Receipt.

8. Alcatel (France) does not manufacture any goods in the United States or anywhere else in the world.

9. Alcatel (France) does not sell, advertise or trade goods in the United States or anywhere else in the world.

10. Alcatel (France) does not import any goods into the United States.

11. Alcatel (France) does not maintain any offices or any other facilities in the United States.

12. Alcatel (France) is not registered to do business anywhere in the United States.

13. Alcatel (France) does not transact any business or perform any character of work or service in Delaware.

14. Alcatel (France) has not contracted to supply services or things in Delaware;

15. Alcatel (France) does not solicit business in Delaware.

16. Alcatel (France) does not engage in persistent conduct in Delaware.

17. Alcatel (France) does not derive substantial revenues from services or things used or consumed in Delaware.

18. Other than its legal interests in patents, Alcatel (France) does not own any property in the United States.

19. Alcatel (France) has never paid taxes in the United States.

20. Alcatel (France) has never had a mailing address or telephone listing in the United States.

21. Alcatel (France) does not share corporate records with CFA, Alcatel Resources or AII. Although Alcatel (France) is required by the French Autorité des Marchés Financiers and the United States Securities and Exchange Commission to prepare consolidated financial statements for it and its subsidiaries, including CFA, Alcatel Resources and AII, Alcatel (France) maintains separate financial information relating solely to it as a separate legal entity.

22. Alcatel (France) conducts board of directors meetings at least annually, and these meetings are not combined with board of directors meetings for Alcatel Resources or AII. CFA does not have a board of directors.

23. No one on Alcatel (France)'s board of directors is also on the board of directors or is an officer of Alcatel Resources or AII. No officer of Alcatel (France) is also on the board of directors or is an officer of Alcatel Resources or AII.

24. No officer or director of Alcatel Resources or AII is an officer or director of Alcatel (France).

25. Alcatel (France) files its own tax return, separate from any tax return filed by any United States affiliate, including Alcatel Resources and AII.

26. On or about May 10, 2005, Alcatel (France) and four of its indirect subsidiaries assigned their interests in the following patents to Alcatel Resources:

Assignor	Patent
Alcatel (France)	6,339,830 6,874,090 6,865,153
Alcatel Internetworking, Inc.	6,339,830
Alcatel N.V.	5,301,192 5,461,615 5,506,840
Alcatel Canada, Inc.	6,697,329 6,882,647
Alcatel Sel Aktiengesellschaft	5,521,923

27. The patents in the preceding paragraph comprise the patent portfolio ("Patent Portfolio") that is the subject of the patent infringement action brought by Alcatel Resources against Foundry Networks, Inc. ("Patent Litigation").

28. The patents were assigned so the Patent Portfolio could reside in one entity and thus streamline the litigation.

29. None of the assignments were signed in Delaware.

30. Alcatel (France) has four (4) employees, all of whom reside outside the United States.

31. CFA is a société par actions simplifiée, organized under the laws of France with its principal offices located at 54, rue La Boétie, 75008 Paris, France. A société par actions simplifiée is a simplified stock company with limited liability.

32. CFA is a holding company that holds direct and indirect ownership interests in various subsidiary companies throughout the world. CFA is headed by a President, Olivier Caemard. It has no other officers and there are no directors. Mr. Caemard is not an officer or director of Alcatel (France), Alcatel Resources or AIL.

33. CFA does not manufacture any goods in the United States or anywhere else in the world.

34. CFA does not sell, advertise or trade goods in the United States or anywhere else in the world.

35. CFA does not import any goods into the United States.

36. CFA does not maintain any offices or any other facilities in the United States.

37. CFA is not registered to do business anywhere in the United States.

38. CFA does not transact any business in Delaware.

39. CFA has not contracted to supply things in Delaware.

40. CFA does not solicit business in Delaware.

41. CFA does not engage in persistent conduct in Delaware.

42. CFA does not derive substantial revenues from services or things used or consumed in Delaware.

43. CFA does not own any property in the United States.

44. CFA has never paid taxes in the United States.

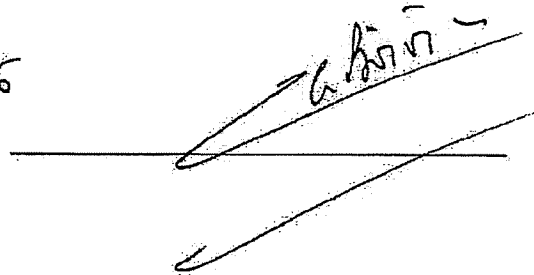
45. CFA has never had a mailing address or telephone listing in the United States.

46. CFA does not share corporate records with Alcatel (France), Alcatel Resources, or AIL. Although CFA's financial results are consolidated with all the subsidiaries of Alcatel (France) for reporting purposes, CFA prepares and maintains separate financial information relating solely to it as a separate legal entity.

47. CFA files its own tax return, separate from any tax return filed by any United States affiliate, including Alcatel Resources and AIL.

I declare under penalty of perjury under the laws of the United States of America that the foregoing statements are true and correct.

Executed on October 10, 2006

A handwritten signature, possibly "G. B. ...", is written over a horizontal line. Below this line is another horizontal line, and a long, sweeping diagonal stroke is drawn across the bottom of the signature area.

CERTIFICATE OF SERVICE

I, John W. Shaw, Esquire, hereby certify that on October 11, 2006, I caused to be electronically filed a true and correct copy of the foregoing document with the Clerk of the Court using CM/ECF, which will send notification that such filing is available for viewing and downloading to the following counsel of record:

Philip A. Rovner, Esquire
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Wilmington, DE 19801

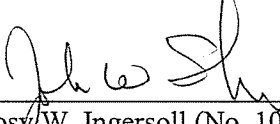
I further certify that on October 11, 2006, I caused a copy of the foregoing document to be served by hand delivery on the above-listed counsel of record and on the following non-registered participants in the manner indicated:

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